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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER (I) COMPROMISING AND ALLOWING
PROOFS OF CLAIM FILED BY CERTAIN RETIREES AND RELATED CLAIMANTS AND
(II) DISALLOWING AND EXPUNGING OTHER PROOFS OF CLAIM FILED BY CERTAIN
RETIREES AND RELATED CLAIMANTS

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Jacob & Weingarten ("J&W"), as counsel for those parties listed on Schedule 1 hereto (collectively, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order (I) Compromising And Allowing Proofs Of Claim Filed By Certain Retirees And Related Claimants And (II) Disallowing And Expunging Other Proofs Of Claim Filed By Certain Retirees And Related Claimants (Claimants), and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, in July 2006, the Claimants filed the proofs of claim listed on Schedule 2 hereto (the "Allowed Claims") and the proofs of claim listed on Schedule 3 hereto (the "Disallowed and Expunged Claims" and together with the Allowed Claims, the "Claims") against Delphi, arising from various employee-related benefits allegedly owed by Delphi to the Claimants.

WHEREAS, on January 17, 2008, Delphi and the Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, Delphi acknowledges and agrees that the Allowed Claims shall be allowed against Delphi as set forth on Schedule 2 hereto, and Delphi and the Claimants have agreed that the Disallowed and Expunged Claims shall be disallowed and expunged in their entirety as set forth on Schedule 3 hereto.

WHEREAS, Delphi is authorized to enter into the Settlement Agreement either

because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. Each of the Allowed Claims shall be allowed in the amount set forth on Schedule 2 hereto and shall be treated as an allowed general unsecured claim against the estate of Delphi.
2. The Disallowed and Expunged Claims, as set forth on Schedule 3 hereto, shall be disallowed and expunged in their entirety.
3. The Claimants shall withdraw the Objections Of Certain Retiree Claimants To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession Response (Docket No. 11940) with prejudice.

So Ordered in New York, New York, this 4th day of February, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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